

THE
BANK OF
NEW
YORK

BNY CAPITAL RESOURCES CORPORATION

8400 E. Prentice Avenue, Englewood, Colorado 80111

RECORDATION NO.

FEB 12 '98

2-12PM

January 29, 1998

Sent Via FedEx

Vernon A. Williams, Secretary
The Surface Transportation Board
U.S. Department of Transportation
1925 K Street, N.W.
Washington, DC 20423

Attention: Janis Fort, Room 704

Re: Recordation No. 1059-2
Secured Party - BNY, NA, successor to Wells Fargo Bank, NA
Grantor - Western Fuels Association., successor to Trust Company for USL, Inc.

FEB 12 2 12 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Secretary Williams:

Enclosed are five original executed copies of the documents described below, to be recorded pursuant to 49 USC 11303. This secondary document is a termination and release document, dated as of January 28, 1998. The primary documents to which this is connected are recorded under Recordation No. 1059-2.

We request that this release be cross-indexed. The names and addressees of the parties to the documents are as follows:

Recordation Number 1059-2

Secured Party: BNY Capital Resources Corporation Successor in
Interest to Wells Fargo Bank, National Association
Attn: Clair Wright
8400 East Prentice Avenue, Suite 715
Englewood CO 80111

Grantor: Western Fuels Association Inc., Successor to
Wilmington Trust Company, Trustee
405 Lakewood Street, Suite 305
Lakewood CO 80228

The description of the collateral is set forth in the Termination to Security Agreement, and is as follows:

100 Hopper Cars, numbered and marked WFAX
79300 to 79399, both inclusive

Also enclosed is a check in the amount of \$24.00 payable to The Surface Transportation Board covering the required recordation fee.

Kindly return the stamped original and as many of the remaining originals as are not needed by the Commission for recordation purposes to the undersigned. A postage-paid envelope has been enclosed for your use.

Following is a short summary of the document to appear in the index, as follows:

Document to be Recorded:

Termination of Railcar Security Agreement dated April 15, 1979, to Security Agreement dated as of April 15, 1979 for 100 Hopper Cars, numbered and marked WFAX 79300 to 79399, both inclusive.

Very truly yours,



Clair Wright
AVP Asset Management

Enclosures

cc w/enclosure: Western Fuels Association Inc.
c/o David P. Swanson
30 East 7th Street, Ste 2800
St. Paul MN 55101

Regards,

Clair Wright
AVP Asset Management

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Clair Wright
BNY Capital Resources Corporation
8400 E. Prentice Avenue
Englewood, Colorado 80111

DATE: 2/12/98


Dear Madam/Sir

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3 (c), on 2/12/98 at 2:12PM, and

assigned recordation number(s). 10692-C.
10592

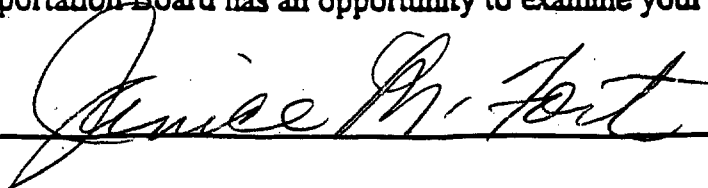
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



TERMINATION OF SECURITY AGREEMENT

FEB 12 '98

2-12PM

THIS TERMINATION OF SECURITY AGREEMENT is made this 29th day of January, 1998, by and between BNY Capital Resources Corporation, ("BNY"), as Successor-in-Interest to Wells Fargo Bank, N.A., Secured Party, and Wilmington Trust Company, Successor-in-Interest to Trust Company for USL, Inc., Trustee under Western Fuels Trust No. 79-2, (the "Trust").

WHEREAS, BNY and Trust are successor parties to a Railcar Security Agreement, dated as of April 15, 1979, (the "Security Agreement"); and

WHEREAS, the Security Agreement created a lien and security interest in favor of BNY in and to the railcars described on Schedule 1 attached hereto (the "Equipment"); and

WHEREAS, the Security Agreement was duly filed for recordation with the I.C.C., succeeded by The Surface Transportation Board, (the "STB"), pursuant to 49 U.S.C. section 11301, on July 6, 1979, at 9:50 a.m. and given Recordation Number 1059-2; and

WHEREAS, BNY and Trust desire to terminate and cancel the Security Agreement and to record such termination and cancellation with the STB.


NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, BNY and Trust, intending to be legally bound, agree as follows:

1. BNY and Trust hereby terminate and cancel the Security Agreement, effective as of the date this Termination of Security Agreement is filed with the STB, and BNY and Trust hereby agree that no rights, duties or liabilities under the Security Agreement shall survive, except with respect to acts, events, or omissions under the Security Agreement occurring on or prior to the date hereof.
2. The parties agree to record this Termination of Security Agreement with the STB so as to release any lien against the Equipment created by or arising out of the Security Agreement.
3. This Termination of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.

IN WITNESS WHEREOF, BNY and Trust have caused this Termination of Security Agreement to be executed as of the day and year first above written.

BNY Capital Resources Corporation, Secured Party

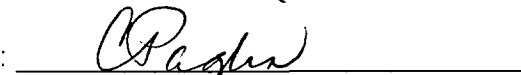
By:
Its



Schuyler A. Kellogg
Vice President

Wilmington Trust Company, Trustee under
Western Fuels Trust No. 79-2, Debtor

By:



Its **Financial Services Officer**

STATE OF COLORADO)
) : SS
COUNTY OF ARAPAHOE)

On this, the 29th day of January, 1998, before me, a Notary Public in and for said County and State, personally appeared Schuyler A. Kellogg of BNY Capital Resources Corporation, who acknowledged himself to be a duly authorized officer of BNY Capital Resources Corporation, and that, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Deane M. Jungahn
Name:
Notary Public

STATE OF DELAWARE)
) : SS
COUNTY OF NEW CASTLE)

On this, the 10th day of February, 1998, before me, a Notary Public in and for said County and State, personally appeared CHARLOTTE PAGLIA for Wilmington Trust Company, acknowledged to be the duly authorized officer for the Company, and that, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Patricia W. Zink
Name: **PATRICIA W. ZINK**
Notary Public **NOTARY PUBLIC**
My commission expires July 12, 1999

**SCHEDULE 1
TO
TERMINATION OF SECURITY AGREEMENT**

Equipment: 100 Hopper Railcars, marked and numbered WFAX 79300 to 79399, both inclusive